

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS; YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

**MEMORANDUM GIVING NOTICE OF
OIL AND GAS LEASE**

By instrument dated the 22nd day of February, 2010 FARMERS NATIONAL COMPANY as Agent for **UNION PACIFIC RAILROAD COMPANY**, a Delaware corporation, whose address is: 1400 Douglas Street, Mail Stop 1690, Omaha, Nebraska 68179, hereinafter called "Lessor", did execute and deliver an Oil & Gas Lease to **CHESAPEAKE EXPLORATION, LLC**, whose address is: P.O. Box 18496, Oklahoma City, Oklahoma 73154, hereinafter called "Lessee", covering the following described lands situated in Tarrant County, Texas, to-wit:

The subject acreage is a tract of land of variable widths on each side of a centerline approximately seventeen thousand five hundred and ninety (17,500) feet in length, being more particularly described as follows: Beginning at the point of commencement as depicted in that certain deed dated July 12, 1887 by and between W.D. Hudgins and wife, as Grantor, and St. Louis Arkansas and Texas Railway in Texas, as Grantee recorded in Volume 54, Page 614 of the Deed Records in Tarrant County, Texas, which point of commencement is located in the East boundary line of the Telitha Akers Survey, Abstract No. 19; Thence, in a Southwesterly direction across the said Telitha Akers Survey, Abstract No. 19, to the South line thereof; Thence in a Southwesterly direction across the W.A. Trimble Survey, Abstract No. 1520, to the East boundary line of the S. Sawyer Survey, Abstract No. 1425; Thence, in a Southwesterly direction across said S. Sawyer Survey, Abstract No. 1425, to the West boundary line thereof; Thence, in a Southwesterly direction across the W. Screech Survey, Abstract No. 1416, to a point in the East boundary line of the G.B. Stanley Survey, Abstract No. 1378; Thence, in a Southwesterly direction across the said G.B. Stanley Survey, Abstract No. 1378, and ending at the termination point located in the West boundary line of the G.B. Stanley Survey, Abstract No. 1378, depicted in that certain deed dated July 3, 1914 by and between Charles M. Graham, and wife, Hattie P. Graham, as Grantor, and St. Louis Southwestern Railway Company, as Grantee recorded in Volume 448, Page 615 of the Deed Records in Tarrant County, Texas.

Excepting from the above described lands; **.819** acres in the West Willis Unit and **4.796** acres in the Willis Unit.

Said lands are hereby deemed to contain **44.607** acres of land, more or less, Tarrant County, Texas.

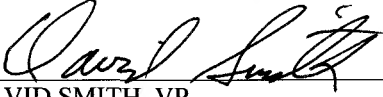
WHEREAS, the lease agreement provides for, among other things, a primary term of THREE (3) years (Paid Up) from and after the date thereof and as long thereafter as Oil or Gas, as defined in the lease, are produced in paying quantities from the leased premises, or said lease is maintained in any manner provided for therein, subject to the terms and provisions set out in the original lease referenced above.

Copies of the original executed Oil, Gas and Mineral Lease are located in the offices of the Lessor and Lessee named above.

IN WITNESS WHEREOF, this instrument is executed on the date first above written.

LESSOR:

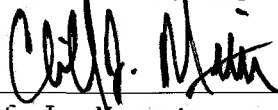
UNION PACIFIC RAILROAD COMPANY,
a Delaware Corporation
By and through its Agent and Attorney-In-Fact:
FARMERS NATIONAL COMPANY

By: 

DAVID SMITH, VP
FARMERS NATIONAL COMPANY

LESSEE:

CHESAPEAKE EXPLORATION, LLC,
an Oklahoma limited liability company

By: 

Cliff J. Merritt
Land Manager

26

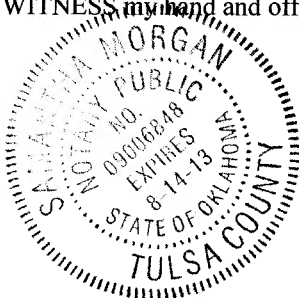
ACKNOWLEDGMENT

STATE OF OKLAHOMA §
COUNTY OF TULSA §

On this 4th day of March, 2010, before me, Samantha Morgan, Notary Public in and for said County and State, personally appeared David Smith, VP, Farmers National Company, Agent of UNION PACIFIC RAILROAD COMPANY, a Delaware Corporation, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity and that by his signature on the instrument in person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

(Seal)



Samantha Morgan
Notary Public, State of OKLAHOMA

ACKNOWLEDGMENT

STATE OF Oklahoma §
COUNTY OF Oklahoma §

This instrument was acknowledged before me on the 8th day of March, 2010, by Cliff J. Merritt- Land Manager, on behalf of said corporation.

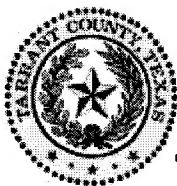
(Seal)



Lauren Trull
Notary Public, State of Oklahoma

SUZANNE HENDERSON

COUNTY CLERK



100 West Weatherford Fort Worth, TX 76196-0401

PHONE (817) 884-1195

CHESAPEAKE ENERGY CORP
PO BOX 18496
OKLAHOMA CITY, OK 73154

Submitter: CHESAPEAKE ENERGY CORP

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 3/22/2010 3:26 PM

Instrument #: D210064163

LSE 4 PGS \$24.00

By: _____

Suzanne Henderson

D210064163

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY
BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

Prepared by: VMMASSINGILL